

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS
INC., *et al.*,**

Debtors.

) **Chapter 11 Case No.**

) **08-13555 (JMP)**

) **(Jointly Administered)**

**NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO RULE 3001(e)(2)**

A CLAIM HAS BEEN FILED IN THIS CASE (Lehman Brothers Holdings Inc., Debtor, Case No. 08-13555) or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Wooderson Partners, L.L.C.

Diamondback Master Fund, Ltd.

Name of Transferee

Name of Transferor

\$719,016,330.11

26491

Proof of Claim Amount

Proof of Claim Number

\$4,919,109.00

Amount of Claim Transferred

You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address below.

TRANSFeree: Wooderson Partners, L.L.C.
Address: c/o Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Attn: Adam Reiss

I declare under penalty of perjury that the information provided in this evidence and notice is true and correct to the best of my knowledge and belief.

By:

By: 

Name: Lisa M. Ragosta

Title: Counsel for Transferee

Date: 2-28-11

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Diamondback Master Fund, Ltd. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Wooderson Partners, L.L.C. ("Assignee"), all of Assignor's right, title, interest, claims¹ and causes of action in and to, or arising under or in connection with Assignor's claims set forth in Proof of Claim Number 0000026491 solely to the extent of \$4,919,109.00 (the "Assigned Claim"), against Lehman Brothers Holdings Inc. (the "Debtor"), the debtor-in-possession in In re Lehman Brothers Holdings Inc., et al (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on February 25, 2011.

DIAMONDBACK MASTER FUND, LTD.

By: 

Name: John P. Hagarty

Title: Director

¹ As that term is defined in 11 U.S.C. § 101(5).